

# TRADEMARK ASSIGNMENT

Electronic Version v1.1

Stylesheet Version v1.1

SUBMISSION TYPE:

NEW ASSIGNMENT

NATURE OF CONVEYANCE:

MERGER

## CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Bausch & Lomb Pharmaceuticals, Inc.		12/03/2003	CORPORATION: DELAWARE
BAUSCH & LOMB PHARMACEUTICALS, INC.		12/03/2003	CORPORATION: DELAWARE

## RECEIVING PARTY DATA

Name:	Bausch & Lomb Incorporated
Street Address:	ONE BAUSCH & LOMB PLACE
City:	ROCHESTER
State/Country:	NEW YORK
Postal Code:	14604
Entity Type:	CORPORATION: NEW YORK

PROPERTY NUMBERS Total: 29

Property Type	Number	Word Mark
Registration Number:	1445933	128
Registration Number:	2265425	ALREX
Registration Number:	2360654	ALREX
Serial Number:	76051050	BAUSCH & LOMB ENVISION TD
Serial Number:	76056555	BAUSCH & LOMB ENVISION TD
Registration Number:	1487505	BIO-COR
Registration Number:	1996143	CROLOM
Registration Number:	1466140	DEXASPORIN
Serial Number:	76048166	ENVISION TD
Registration Number:	1896769	
Registration Number:	0634124	FLUOR I STRIP
Registration Number:	2136222	HEALTHGUARD
Registration Number:	2586065	HEALTHGUARD

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Registration Number:	2306428	
Registration Number:	1445914	OCTICAIR
Registration Number:	1870308	OCUCOAT
Registration Number:	1868814	OCUCOAT PF
Registration Number:	1444803	OCUTRICIN
Registration Number:	1556520	OCUVITE
Registration Number:	2346324	OCUVITE EXTRA
Registration Number:	2696726	OCUVITE PRESERVISION
Registration Number:	1615288	
Registration Number:	1662904	OPTIPRANOLOL
Registration Number:	2696725	PRESERVISION
Serial Number:	78024578	RETISERT
Serial Number:	78302652	RETISERT
Registration Number:	1750702	REV-EYES
Registration Number:	2779694	SNO STRIPS
Serial Number:	78112937	ZYLET

#### CORRESPONDENCE DATA

Fax Number: (585)338-8706  
*Correspondence will be sent via US Mail when the fax attempt is unsuccessful.*  
 Phone: 585-338-8905  
 Email: karen\_m.\_wagner@bausch.com  
 Correspondent Name: Jon O. Webster  
 Address Line 1: One Bausch & Lomb Place  
 Address Line 4: Rochester, NEW YORK 14604

NAME OF SUBMITTER:	Karen M. Wagner
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Total Attachments: 4  
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State of New York }  
Department of State } ss:

*I hereby certify that the annexed copy has been compared with the original document filed by the Department of State and that the same is a true copy of said original.*

*Witness my hand and seal of the Department of State on*

**December 09, 2003**



A handwritten signature in black ink, appearing to read "R. A. S.", written over a horizontal line.

*Secretary of State*

DOS-200 (Rev. 03/02)

TRADEMARK

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**CERTIFICATE OF MERGER**  
**OF**  
**BAUSCH & LOMB PHARMACEUTICALS, INC.**  
**INTO**  
**BAUSCH & LOMB INCORPORATED**  
**UNDER SECTION 905 OF THE BUSINESS CORPORATION LAW**

Bausch & Lomb Incorporated, pursuant to the provisions of Section 905 of the Business Corporation Law of the State of New York, hereby certifies as follows:

1. Bausch & Lomb Incorporated ("B&L"), a New York corporation, originally incorporated under the name of Bausch & Lomb Optical Company, owns all of the outstanding shares of stock of Bausch & Lomb Pharmaceuticals, Inc. ("BLP"), a Delaware corporation. BLP was originally incorporated under the name of Medical Technology Development Corporation. B&L shall be the surviving corporation in the merger.
2. As to BLP, the designation and number of outstanding shares and the number of such shares owned by B&L are as follows:

<u>Name of Subsidiary</u>	<u>Designation and Number of Outstanding Shares</u>	<u>Number of Shares Owned by Survivor</u>
Bausch & Lomb Pharmaceuticals, Inc.	760 Common Shares	760 Common Shares

3. (a) The Certificate of Incorporation of B&L was filed in the Department of State on March 20, 1908. It originally incorporated under the name of Bausch & Lomb Optical Company.
- (b) BLP was incorporated under the laws of the State of Delaware on February 20, 1985. It originally incorporated under the name of Medical Technology Development Corporation. ~~It~~ *qualified in NY on 7/6/00.*
- (c) The merger is permitted by the laws of the state of Delaware and is in compliance therewith.
4. B&L owns all of the shares of BLP, as set forth in No. 2 above.
5. The merger shall be effective on December 27, 2003.
6. The plan of merger was adopted by the Executive Committee of the Board of Directors of B&L on December 3, 2003.

IN WITNESS WHEREOF, this certificate has been signed on the 3rd day of December 2003 and the statements contained therein are affirmed as true under penalties of perjury.

BAUSCH & LOMB INCORPORATED

By

*Robert B. Stiles*  
Robert B. Stiles

Senior Vice President

By

*Jean F. Geisel*  
Jean F. Geisel

Secretary

TRADEMARK

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CERTIFICATE OF MERGER  
OF  
BAUSCH & LOMB PHARMACEUTICALS, INC  
INTO  
BAUSCH & LOMB INCORPORATED  
UNDER SECTION 905 OF THE  
BUSINESS CORPORATION LAW

RE

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BAUSCH & LOMB INCORPORATED  
ONE BAUSCH & LOMB PLACE  
ROCHESTER, NY 14604

STATE OF NEW YORK  
DEPARTMENT OF STATE

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**CERTIFICATE OF OWNERSHIP AND MERGER  
MERGING  
BAUSCH & LOMB PHARMACEUTICALS, INC.  
INTO  
BAUSCH & LOMB INCORPORATED**

Bausch & Lomb Incorporated ("B&L"), a corporation organized and existing under the laws of New York does hereby certify:

**FIRST:** That B&L was incorporated on March 20, 1908 pursuant to the Business Corporation Law of the State of New York, the provisions of which permit the merger of a subsidiary corporation of another state into a parent corporation.

**SECOND:** That B&L owns all of the outstanding shares of Common Stock of Bausch & Lomb Pharmaceuticals, Inc. ("BLP"), a corporation incorporated on February 20, 1985, pursuant to the Delaware General Corporation Law of the State of Delaware.

**THIRD:** That B&L, by the following resolutions of the Executive Committee of its Board of Directors duly adopted at a meeting held on December 3, 2003, determined to merge into itself said BLP:

**RESOLVED:** That B&L merge, and it hereby does merge into itself Bausch & Lomb Pharmaceuticals, Inc. and assumes all of its obligations; and further

**RESOLVED:** That the merger shall be effective on December 27, 2003.

**RESOLVED:** That the proper officers of Bausch & Lomb Incorporated are hereby authorized to take such action, sign such documents, instruments and certificates and cause such filings as may be necessary, proper or convenient to effectuate the purposes and intentions of the foregoing.

**FOURTH:** That Bausch & Lomb Incorporated survives the merger and may be served with process in the State of Delaware in any proceeding for enforcement of any obligation of BLP as well as for enforcement of any obligation of the surviving corporation arising from the merger, including any suit or other proceeding to enforce the right of any stockholder as determined in appraisal proceedings pursuant to the provisions of Section 262 of Title 8 of the Delaware Code, and it does hereby irrevocably appoint the Secretary of State of Delaware as its agent to accept service of process in any such suit or other proceeding. The address to which a copy of such process shall be mailed by the Secretary of State of Delaware is Bausch & Lomb Incorporated, One Bausch & Lomb Place, Rochester New York 14604-2701, until the surviving corporation shall have hereafter designated in writing to the said Secretary of State a different address for such purpose. Service of such process may be made personally by delivering to and leaving with the Secretary of State of Delaware duplicate copies of such process, one of which copies the Secretary of State of Delaware shall forthwith send by registered mail to B&L at the above address.

**FIFTH:** Anything herein or elsewhere to the contrary notwithstanding, this merger may be amended or terminated and abandoned by the Board of Directors of B&L at any time prior to the time that this merger being filed with the Secretary of State becomes effective.

IN WITNESS WHEREOF, B&L has caused this Certificate to be signed by its Senior Vice President on this 3rd day December 2003.

BAUSCH & LOMB INCORPORATED

By

  
Robert B. Stiles

Senior Vice President

State of Delaware  
Secretary of State  
Division of Corporations  
Delivered 04:04 PM 12/08/2003  
FILED 03:54 PM 12/08/2003  
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TOTAL P.02